BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-254 (SUB-NO. 9X)

PROVIDENCE AND WORCESTER RAILROAD COMPANY —
ABANDONMENT EXEMPTION – SLATERSVILLE SECONDARY TRACK
(WOONSOCKET, RI AND BLACKSTONE, MA)

<u>VERIFIED NOTICE OF INTENT TO CONSUMMATE ABANDONMENT</u>

Providence and Worcester Railroad Company ("P&W") submits this Verified Notice of Intent to Consummate Abandonment, pursuant to 49 C.F.R. §1152.50(d)(2), concerning its intention to consummate its abandonment of a portion of the Slatersville Secondary Track located in Woonsocket, Rhode Island from Milepost 0.85 +/- at the north side of Boyden Street and continuing to a point that is 1480 +/- feet northerly of the end of the track at Milepost 0.0 in Blackstone, Massachusetts, a total distance of approximately 1.1 miles (the "Line").

Proposed Consummation Date: 49 C.F.R. § 1152.50(d)(2)

The abandonment is proposed to be consummated on or after June 10, 2008 (at least 50 days after filing this Notice of Intention to Consummate).

Certification: 49 C.F.R. § 1152.50(b)

P&W certifies that no local traffic has moved over the Line for at least two years, and that no formal complaint filed by a user of rail service on the Line (or filed by a state or local governmental entity acting on behalf of such user) regarding cessation of service over the Line either is pending with this Board or any. U.S. District Court or has been decided in favor the complainant within the two-year period. P&W further certifies that there is no overhead traffic on the Line.

Additional Information Required: 49 C.F.R. 1152.22(a)(1) (4), (7)-(8) and (e)(4)

(a)(1) The railroad's exact name is Providence and Worcester Railroad

Company.

(a)(2) P&W is a common carrier by railroad subject to 49 U.S.C. Subtitle IV,

Chapter 105.

(a)(3) P&W intends to abandon the Line from Milepost 0 85 +/- in Woonsocket,

Rhode Island and continuing to a point that is 1480 +/- feet northerly of the end of the

track at Milepost 0.0 in Blackstone, Massachusetts, a total distance of approximately 1.1

miles. The Line is located in Providence County, Rhode Island, and Worcester County,

Massachusetts.

(a)(4) A map showing the location of the Line in conjunction with other rail

lines, highways and major roads in the area is attached hereto as Exhibit A and hereby

made a part hereof.

(a)(7) The representative to whom correspondence regarding this abandonment

should be sent is:

Edward D. Greenberg

Galland, Kharasch, Greenberg, Fellman & Swirsky, P.C.

Canal Square

1054 Thirty-First Street, N.W.

Washington, D.C 20007

Phone: 202-342-5277

Fax: 202-342-5219

(a)(8) ZIP Code. The Line traverses U.S. Postal Service Zip Codes 02895

and 01504.

(e)(4) Rural and Community Impact. The Line is not suitable for public

purposes such as roads, highways or other forms of mass transportation, conservation,

energy production or transmission, or recreation because the area is adequately served by

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existing roads and utility lines. Further, the various state, planning and transportation agencies in Rhode Island and Massachusetts have been contacted, but none of these agencies have expressed an interest in acquiring this property for public purposes

P&W is not aware of any restriction on the title to the property, including any reversionary interest, which would affect the transfer of title or the use of property for other than rail purposes.

Labor Protection

The interests of railroad employees will be protected by the conditions discussed in *Oregon Short Line Railroad Co - Abandonment - Goshen*, 360 ICC 91 (1979).

Certifications

Attached hereto as Exhibit B and made a part hereof is a certificate that the notice requirements of §§1152.50(d)(1) have been complied with.

Respectfully submitted,

By

Edward D. Greenberg Galland, Kharasch, Greenberg, Fellman & Swirsky, P.C. Canal Square 1054 Thirty-First Street, N.W. Washington, D.C. 20007 Telephone: 202-342-5277

Facsimile: 202-342-2311

Marie Angelini, Esq.
Providence and Worcester
Railroad Company
75 Hammond Street
Worcester, MA 01610

Phone: 508-795-4000

Attorneys for Providence and Worcester Railroad Company

Dated: April ___, 2008

VERIFICATION

STATE OF RHODE ISLAND)
) ss
COUNTY OF PROVIDENCE)

I, Marie Angelini, General Counsel of Providence and Worcester Railroad Company, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing document and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Providence and Worcester Railroad Company. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, I know that these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Worcester, Massachusetts, this 15th day of April, 2008.

Marie A. Angelini

COMMONWEALTH OF MASSACHUSETTS

On this 15 day of April 2008, before me, the undersigned notary public, personally appeared Marie A. Angelini, proved to me through satisfactory evidence of identification, which was personal knowledge of the undersigned, to be the person whose name is signed on the preceding document, and who acknowledged to me that she signed it voluntarily for its stated purpose.

Notary Public

My commission expires: 3-8-201

EXHIBIT A

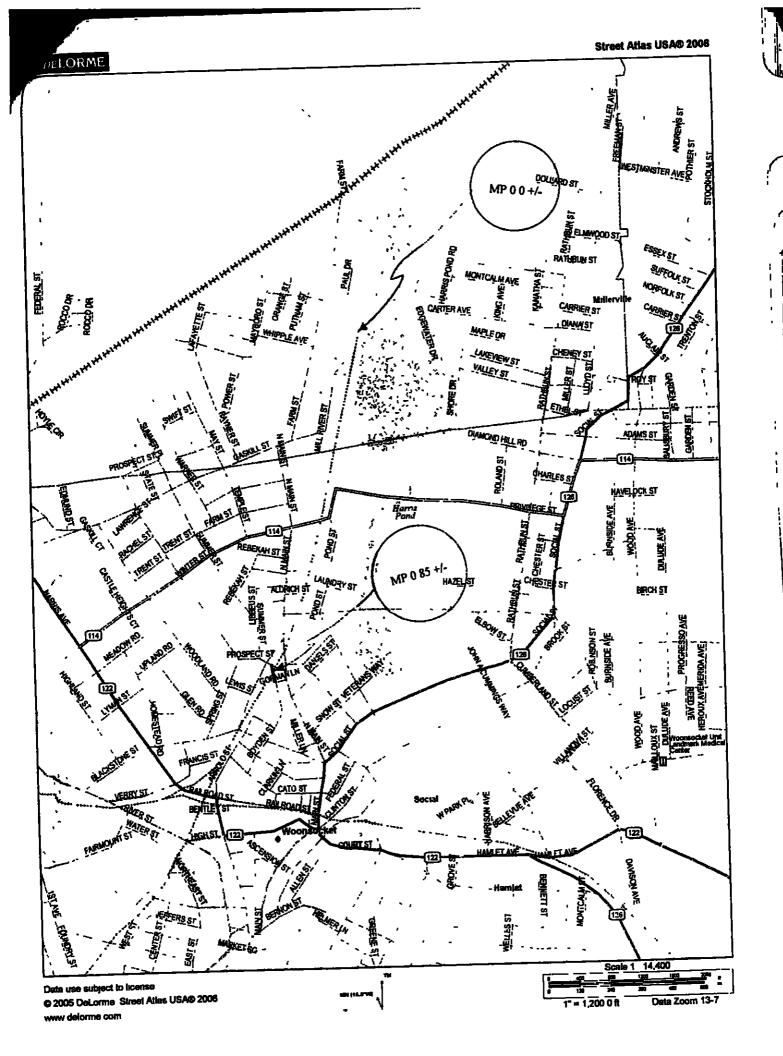


EXHIBIT B

CERTIFICATE OF SERVICE

49 C.F.R. § 1152.50(d)(1) - Notice

The undersigned certifies that on January 10, 2007, written notice was given of Providence and Worcester's intent to use the exemption notice procedure to abandon the Slatersville Secondary Track in Providence County, Rhode Island and Worcester County, Massachusetts in Docket No AB-254 (Sub-No. 9X). Written notice was served on the following:

Rhode Island Public Utilities Commission 89 Jefferson Byld. Warwick, RI 02888

Department of Defense
Military Traffic Management Command
Transportation Engineering Agency
Railroads for National Defense Program
720 Thimble Shoals Blvd., Suite 130
Newport News, VA 23606-2575

U.S. Department of Agriculture Chief of the Forest Service 4th Floor, N.W., Auditors Building 1400 Independence Ave., S.W. Washington, D.C. 20250-003 Massachusetts Department of Telecommunications 1 South Station Boston, MA 02110

The National Park Service
Recreation Resources Assistance Division
Regional Director
U.S. Custom House
200 Chestnut St., Third Floor
Philadelphia, PA 19106

49 C.F.R. § 1105.11 – Applicant's Report

The undersigned certifies that on December 12, 2006, a Combined Environmental and Historic Report pursuant to 49 C.F.R. §§ 1105.7 and 1105.8 was served in Docket No. AB-254 (Sub-No. 9X) for abandonment of the Slatersville Secondary Track in Providence County, Rhode Island and Worcester County, Massachusetts on, among other parties, the State Historic Preservation Offices of Rhode Island and Massachusetts, both of whom have indicated that they have no objection to the proposed abandonment.

Dated this day of April, 2008.

Marie Angelini

Marie Angelini